## Edgar Filing: MDC HOLDINGS INC - Form 4

	DINGS INC									
Form 4 October 01	2008									
FORM	ЛЛ								PPROVAL	
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287	
if no los subject Section Form 4	to <b>SIAIE</b> 16.	MENT OF	F CHAN	NGES IN SECUI	Expires: Estimated burden hou response	urs per				
Form 5 obligati may co <i>See</i> Inst 1(b).	ons ntinue. Section 17	(a) of the F	Public U	Jtility Hol	ding Co		nge Act of 1934 of 1935 or Sect 1940			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> BLACKFORD DAVID E			2. Issuer Name <b>and</b> Ticker or Trading Symbol MDC HOLDINGS INC [MDC]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Cr	neck all applicabl	e)	
4350 S. M 500		(Month/Day/Year) 10/01/2008				X_ Director 10% Owner Officer (give titleOther (specify below)Other (specify				
				endment, D onth/Day/Yea	-	al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DENVER,	CO 80237						Form filed by Person	y More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivativo	e Securities A	Acquired, Disposed	l of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V		. ,	. ,			
Reminder: Re	eport on a separate lin	e for each cla	ass of sec	urities bene	Perse infor requi	ons who res mation con ired to resp	or indirectly. spond to the collection tained in this form ond unless the for ntly valid OMB co	m are not orm	SEC 1474 (9-02)	

number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or (D (Ir	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Non-Statutory Stock Option (right to buy) (1)	\$ 36.59	10/01/2008		А	2.	25,000		10/01/2008	10/01/2018	Common Stock \$.01 Par Value	25

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BLACKFORD DAVID E 4350 S. MONACO STREET SUITE 500 DENVER, CO 80237	Х							
Signatures								
Joseph H. Fretz, Attorney-in-Fact	1	0/01/2008						

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents a stock option under the Company's Stock Option Plan for Non-Employee Directors which meets all of the requirements under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.